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*Counsel for the Board of Each of PG&E Corporation
and Pacific Gas and Electric Company and for
Certain Current and Former Independent Directors*

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION,

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

- ☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric Company
☒ Affects both Debtors

** All papers shall be filed in the Lead Case No.
19-30088 (DM).*

Bankruptcy Case
No. 19-30088 (DM)

Chapter 11

(Lead Case)

(Jointly Administered)

**CERTIFICATE OF NO OBJECTION
REGARDING ELEVENTH MONTHLY FEE
STATEMENT OF SIMPSON THACHER &
BARTLETT LLP FOR ALLOWANCE AND
PAYMENT OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR
THE PERIOD OF FEBRUARY 1, 2020
THROUGH FEBRUARY 29, 2020**

Re: Docket No. 7012

Objection Deadline: May 21, 2020
4:00 pm (Pacific Time)

On April 30, 2020, Simpson Thacher & Bartlett LLP (“**Simpson Thacher**”), counsel for (i) the Board of Directors (the “**Board**”) of each of PG&E Corporation and Pacific Gas and Electric Company (the “**Debtors**”), as the Board may be constituted from time to time, and for the members of the Board from time to time in their capacities as members of the Board, and (ii) certain current and former independent directors in their individual capacities who serve or served as independent directors prior to and/or as of the Petition Date (as defined below) (each an “**Independent Director**” and collectively, the “**Independent Directors**”), filed its *Eleventh Monthly Fee Statement of Simpson Thacher & Bartlett LLP for Allowance and Payment of Compensation and Reimbursement of Expenses for the Period February 1, 2020 through February 29, 2020* (the “**Eleventh Monthly Fee Statement**”) pursuant to the *Order Pursuant to 11 U.S.C. §§ 331 and 105(a) and Fed. R. Bankr. P. 2016 for Authority to Establish Procedures for Interim Compensation and Reimbursement of Expenses of Professionals*, dated February 27, 2019 [Docket No. 701] (the “**Interim Procedures Order**”).

The Eleventh Monthly Fee Statement was served as described in the *Certificate of Service* of Alain B. Francoeur [Docket No. 7130]. The deadline to file responses or oppositions to the Eleventh Monthly Fee Statement was May 21, 2020 at 4:00 pm (PT). No oppositions or responses have been filed with the Court or received by Simpson Thacher. Pursuant to the Interim Compensation Order, the Debtors are authorized to pay Simpson Thacher eighty percent (80%) of the fees that are not subject to an objection and one hundred percent (100%) of the expenses requested in the Eleventh Monthly Fee Statement upon the filing of this certification without the need for a further order of the Court. A summary of the fees and expenses sought by Simpson Thacher is annexed hereto as **Exhibit A**.

The undersigned hereby declares, pursuant to 28 U.S.C. § 1746, under penalty of perjury, that:

1. I am a counsel at the law firm Simpson Thacher & Bartlett LLP, counsel to the Board and the Independent Directors.

2. I certify that I have reviewed or caused the review of the Court's docket in these chapter 11 cases and that Simpson Thacher has not received any response or opposition to the Eleventh Monthly Fee Statement.

3. This declaration was executed in Palo Alto, California.

SIMPSON THACHER & BARTLETT LLP

Dated: May 22, 2020
Palo Alto, California

/s/ Jonathan C. Sanders
Jonathan C. Sanders (No. 228785)

Counsel for the Board of Each of PG&E Corporation and Pacific Gas and Electric Company and for Certain Current and Former Independent Directors

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